

EXHIBIT C



October 9, 2019

Delivered via UPS and Email

Team Rubicon Global, Ltd.
Attn: William McNulty
300 North Continental Boulevard, Suite 150
El Segundo, CA 90245
mcnulty@teamrubiconglobal.org

and

Team Rubicon Global, Ltd.
Attn: Geoff Trukenbrod
1509 16th St NW
Washington, DC 20036
gtrukenbrod@gmail.com

Dear William and Geoff:

As you know, Team Rubicon, Inc. ("**Team Rubicon**" or "**we**" or "**our**") and Team Rubicon Global, Ltd. ("**Team Rubicon Global**" or "**you**" or "**your**") have had prior discussions regarding allegations that the respective chief executive officers ("**CEO**") of each of Team Rubicon Global's sublicensees in the United Kingdom and Australia sexually harassed a TEAM RUBICON volunteer on multiple occasions while each CEO was representing TEAM RUBICON in his executive capacity.

As we stated in our letter to you on September 5, 2019, regarding these allegations, Team Rubicon has zero tolerance for such alleged grave misconduct. Separate and apart from our obvious concern for the well-being of Team Rubicon's volunteers and staff, we are committed to safeguarding, promoting and maintaining the valuable TEAM RUBICON brand. Unfortunately, your failure to timely and fully resolve this grave misconduct has and will continue to materially and adversely impact the TEAM RUBICON brand and associated goodwill.

In light of that failure, and pursuant to Section 13(b)(iv) of our Team Rubicon Master Trademark License Agreement, dated October 9, 2015 ("**Agreement**"), this letter constitutes notice of your material breach of the Agreement. Nothing contained herein is intended, nor should be construed, as a waiver, express or implied, of any rights, remedies, claims or defenses held by Team Rubicon, all of which are hereby expressly reserved.

We look forward to cooperating with you regarding the subject matter hereof.

Thanks,

Team Rubicon

By: _____
Name: Jacob Wood
Title: Chief Executive Officer